

Managed Funds Association

The Voice of the Global Alternative Investment Industry

Washington, D.C. | New York | Brussels



March 27, 2023

Ms. Vanessa A. Countryman
Secretary
U.S. Securities and Exchange Commission
100 F. Street NE
Washington, DC 20549-1090

Via Electronic Mail: rule-comments@sec.gov

Re: Prohibition Against Conflicts of Interest in Certain Securitizations, Rel. No. 33-11151, File No. S7-01-23 [RIN 3235-AL04]

Dear Ms. Countryman:

Managed Funds Association (“MFA”)¹ is writing to the Securities and Exchange Commission (“SEC” or “Commission”) in response to the above-captioned proposed rules (“**Proposed Rules**”).² On February 16, 2023, a number of trade associations requested an extension of the comment period for the Proposed Rules with a new deadline that is no sooner than June 24, 2023.³ This extension has not been granted.

While we appreciate the opportunity the Commission has given interested parties to comment on the Proposed Rules, we believe that not enough time has been provided for the careful consideration that this important proposal requires. The Proposed Rules are extensive in scope and would have significant impact on every asset-backed securities transaction and all participants in the securitization markets both inside and outside of the United States. MFA is collaborating with members to analyze the Proposed Rules, respond to the Commission’s questions on them, and evaluate their associated infrastructure, operations, legal, and compliance costs and burdens.

¹ MFA represents the global hedge fund and alternative asset management industry and its investors by advocating for regulatory, tax, and other public policies that foster efficient, transparent, and fair capital markets. MFA’s more than 150 member firms collectively manage nearly \$2.6 trillion across a diverse group of investment strategies. Member firms help pension plans, university endowments, charitable foundations, and other institutional investors to diversify their investments, manage risk, and generate attractive returns over time. MFA has a global presence and is active in Washington, Brussels, London, and Asia. See www.managedfunds.org for more information.

² Prohibition Against Conflicts of Interest in Certain Securitizations, 88 Fed. Reg. 9678 (Feb. 14, 2023), available at: <https://www.govinfo.gov/content/pkg/FR-2023-02-14/pdf/2023-02003.pdf>.

³ See <https://www.sec.gov/comments/s7-01-23/s70123-20157901-326057.pdf>.

Unfortunately, the comment period was too brief for MFA and its members to appropriately analyze the Proposed Rules and understand their full scope and implications. MFA does not want to give short shrift to our responses in an effort to meet an artificially accelerated timeline. As such, MFA is unable to submit comments by today's deadline. We hope the Commission will consider this reality as it continues to evaluate brief comment periods for this and other rulemakings.

MFA will continue to work on its comments and plans to submit them to the Commission in the coming weeks. If you have any questions or comments, please do not hesitate to contact Matthew Daigler, Vice President & Senior Counsel, or the undersigned, at (202) 730-2600.

Very truly yours,

/s/ Jennifer W. Han

Jennifer W. Han
Executive Vice President
Chief Counsel & Head of Global Regulatory Affairs

cc: The Hon. Gary Gensler, SEC Chair
The Hon. Hester M. Peirce, SEC Commissioner
The Hon. Caroline A. Crenshaw, SEC Commissioner
The Hon. Mark T. Uyeda, SEC Commissioner
The Hon. Jaime Lizárraga, SEC Commissioner
Dr. Haoxiang Zhu, Director, Division of Trading and Markets